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Proposed Attorneys for The Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	Case No. 24-bk-26346-JTM
VOBEV, LLC.	Chapter 11
Debtor	Judge Joel T. Marker

**DECLARATION OF BRIAN M. ROTHSCILD IN SUPPORT OF APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS SEEKING
AUTHORIZATION TO EMPLOY PARSONS BEHLE & LATIMER AS COUNSEL
(ECF 119)**

I, Brian M. Rothschild, declare as follows:

1. I am an attorney licensed in good standing in the states of Utah, California, and Idaho, and I am a shareholder of the law firm of Parsons Behle and Latimer (“**Parsons Behle**” or the “**Firm**”).

2. I am over the age of 18 and competent to testify as to the matters set forth herein. The facts set forth herein are based on my personal knowledge or upon client/matter records of

Parson Behle reviewed by me or by an employee of Parsons Behle acting under my supervision and direction.

3. I submit this Declaration in support of the Application of The Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtor (the “**Debtor**”) in this chapter 11 case (the “**Chapter 11 Case**”) for an Order Authorizing the Employment and Retention of Parsons Behle & Latimer as Attorneys for the Committee (ECF 119) (the “**Application**”), and to make certain disclosures required under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure.

I. PARSONS BEHLE’S QUALIFICATIONS

4. Parsons Behle maintains its Salt Lake City offices at 201 South Main Street, Suite 1800, Salt Lake City, Utah 84111. The Firm currently employs approximately 250 attorneys in Utah, Nevada, Montana, Wyoming, and Idaho. Parsons Behle attorneys have represented debtors, creditors, official committees, and other stakeholders in numerous bankruptcy cases nationwide and across a wide range of industries.

5. I am a shareholder in the Litigation and Bankruptcy Practice Groups. I am admitted to the bar and all United States Bankruptcy Courts in Idaho, Utah, and California. I earned an undergraduate degree from the University of Utah and my law degree from the University of Southern California Gould School of Law (Order of the Coif). I serve as the subchapter V trustee in the District of Utah. Prior to joining Parsons Behle in 2014, I was an attorney in the Financial Restructuring group at Akin Gump Strauss Hauer & Feld LLP in Los Angeles, California. I served a clerkship for Chief Justice Matthew Durrant of the Utah Supreme Court and was a clerk to United States Bankruptcy Judges Richard Neiter (Bank. C.D. Cal.) and Richard L. Speer (Bankr. N.D.

Ohio). I teach multiple courses in bankruptcy, chapter 11, corporate finance, and corporate reorganization at the SJ Quinney College of Law at the University of Utah. I have represented chapter 11 debtors, official and ad hoc committees of creditors and equity holders, and other parties in interest in chapter 11 proceedings in bankruptcy courts across the country.

6. J. Thomas Beckett is a Shareholder and chair of the Bankruptcy Practice Group at Parsons Behle. He earned a J.D. from New York University School of Law. Prior to practicing at Parsons Behle, Mr. Beckett was an associate at an associate in the bankruptcy/workout department of Milbank, Tweed, Hadley & McCloy in New York City. He has represented creditors' committees in the bankruptcies of high-end luxury resorts, including the Promontory Club in Park City, the Yellowstone Mountain Club in Big Sky, Montana and the Rhodes Ranch in Las Vegas, as well as debtors in cases in this District such as Marion Energy Inc. and VidAngel, Inc.

7. Darren Neilson is a shareholder in the Litigation and Bankruptcy Practice Groups. Mr. Neilson is a graduate of Brigham Young University and earned his law degree at Loyola Law School in Los Angeles. Prior to joining Parsons Behle in 2020, Mr. Neilson was an associate in the bankruptcy department at the bankruptcy boutique firm of BG Law in Los Angeles, as well as an associate at the firm of Kirton McConkie in Salt Lake. Mr. Neilson has represented chapter 11 debtors and other parties in interest in chapter 11 proceedings throughout the mountain states and the west coast.

8. Parsons Behle employs and bills other professionals, including its shareholders, associates, lobbying consultants, paralegals, summer clerks, and researchers as appropriate. Parsons Behle uses billing discretion for all of its timekeepers in accordance with its obligations under the U.S. Trustee Guidelines and its own judgment when billing.

II. PARSONS BEHLE'S DISINTERESTEDNESS

9. I personally do not have any connection with the Debtor. I have not in the past, and I do not plan in the future, to be employed by the Debtor, any related Debtor or any insiders of the Debtor.

10. In connection with my responsibilities under Rule 2014 of the Federal Rules of Bankruptcy Procedure, I caused the names of parties in interest in the Debtor's Chapter 11 Case (as identified by the Debtor's professionals plus the members of the Committee) as listed on Exhibit 1 attached hereto (the "**Searched Parties**") to be checked against Parsons Behle's computerized client and adverse party database to determine whether it had any connections or other relationships with parties in interest in this Chapter 11 Case. When an entity has a similar name to a Searched Party, or is possibly related to a Searched Party, those entities were also searched. I also caused the Searched Parties to be distributed by email to all attorneys at the Firm for a standard conflict check for them to review and identify any potential conflicts and connections. Using this procedure, I identified the following connections:

- Parsons Behle attorneys currently represents Sherwin Williams in an unrelated litigation in Nevada. Sherwin Williams is listed as an unsecured creditor of the Debtor and critical vendor with a supply contract and is proposed to be paid a cure amount of \$3,941.
- Attorneys in Parsons Behle's corporate finance group were hired by Proskauer Rose to consult on local law issues related to its credit with Ares Capital, the Debtor's secured creditor and stalking horse bidder in this Chapter 11 Case (either directly or through affiliates) ("**Ares**"). No work was performed directly for Ares, and none of the Firm's attorneys communicated with the Debtor or Ares, rather, all communications were with Proskauer Rose. None of Parsons Behle's attorneys received any confidential information related to any prospective bankruptcy filing for the Debtor. The matter has been closed and no work was performed on the matter since April 2024. The matter, in the judgment of the undersigned, was not "substantially related" to the chapter 11 case of the Debtor. None of the attorneys

who worked on the matter have or will work on the Chapter 11 Case for the Committee.

- Prior to the petition date, Parsons Behle was hired by Alden Group Environmental Solutions, LLC and/or Alden Group Holdings, LLC (together, “**Alden**”) to collect outstanding amounts owed by the Debtor and, subsequent to the petition date, to assist in preparing a proof of claim for Alden. Alden was subsequently selected to serve on the Committee. Parsons will not provide any further services to Alden with respect to the Debtor’s Chapter 11 Case but may assist Alden on unrelated matters.
- Parsons Behle’s attorneys are counsel in various land use and environmental matters adverse to or aligned with PacifiCorp dba Rocky Mountain Power, one of the Debtor’s creditors and utilities.
- Parsons Behle is counsel for Tortolita Golf Club, LLC dba The Gallery Golf Club in matters adverse to Republic Services, Inc., which is listed among the Debtor’s creditors.
- Parsons Behle is counsel to Summit Energy, LLC adverse to Summit Energy Ventures, LLC in a corporate transaction. The Debtor lists Summit Energy, LLC and Summit Technology (likely an affiliate) among its utility providers.
- I (Brian Rothschild) serve as a trustee under subchapter V of chapter 11 in many cases under subchapter V of chapter 11. The following Searched Parties have been listed in my recent subchapter V cases as creditors: BMO, BMO Harris Bank, N.A., Rocky Mountain Power, Dominion Gas, the IRS, Salt Lake County Assessor, the Utah State Tax Commission, the Utah Department of Environmental Quality,
- Parsons Behle is counsel to chapter 11 debtor in possession SRM-Double L, LLC, currently pending in the Bankruptcy Court for the District of Idaho. Among the creditors in that case are Sherwin Williams, Expeditors International of Washington, Inc and Crown Lift, which are listed as creditors in the Debtor’s Chapter 11 Case.
- Attorneys in Parsons Behle’s Jackson, Wyoming office represent FTI Consulting in a contract dispute. FTI Consulting is the Debtor’s financial advisor.
- Parsons Behle represents Scott Walker Ingham in a small business/family law dispute titled BNI Investments LLC v. Sally McMinimee in which Ray Quinney & Nebeker is adverse to the Firm.
- Parsons Behle is counsel to chapter 11 debtor in possession PolarityTE, Inc. currently pending in the Bankruptcy Court for the District of Utah. Chubb

Insurance, Rocky Mountain Power, the IRS, the Utah State Tax Commission, and Dominion Gas are listed as creditors and/or insurer of the debtor PolarityTE, Inc. in that case. These same parties are creditors/insurers/other parties in interest in the Debtor's Chapter 11 Case.

- Parsons Behle is counsel to And Justice for All, a legal nonprofit, in a case against FirstDigital. FirstDigital is listed among the Debtor's utilities.
- Parsons Behle is counsel to Easton Management Group, an insured of Chubb Insurance Group. Chubb is listed as an interested party/insurer in the Debtor's Chapter 11 Case.
- Attorneys in Parsons Behle's real estate practice represent Alta RE Partners in a real estate development matter adverse to FitzWalter Capital (US) LLC. FitzWalter Capital Limited (likely an affiliate) is listed among the Debtor's creditors.
- Attorneys in Parsons Behle's tax group represent FIP Master Funding XXV, LLC, Welbrook Senior Living LLC, Tyler S. Hamilton, Cedar Mountain Environmental, Artur and Natalie Terabelian, Phillip L Morrill, Niveo Professional LLC, Elpe Travel Help LLC, Joyce H. Brusin, Chad and Julie Harvie, Vividly, LLC, CVS Pharmacy LLC, Kiln Holdings, Inc., Bruce and Jennifer Remund, CVS Pharmacy Inc., Alex Goldstein, Amorphik, LLC, Crash Champions, LLC, Lenore Lezanne, Henry Dixon, and BoomCloud, LLC, in various matters providing advice and opinions and are adverse to the IRS, the Utah State Tax Commission, the Department of the Treasury, Eagle Mills Associates LLC, and Atlas Securitized Products Holdings, L.P. Atlas FRM LLC d/b/a Atlas Holdings LLC (likely an affiliate) is listed among the Debtor's creditors.
- Parsons Behle is counsel to Kelly Matkin in a litigation adverse to PPG Industries, Inc. and Ennis Flint, Inc. PPG Industries, Inc. is listed among the Debtor's top unsecured creditors.
- Parsons Behle is 327(e) counsel to SoNev Construction, LLC, debtor in chapter 7 adverse to The Pike Company, Inc., which is general contractor for a facility being constructed for American Packaging Corporation. The firm also has in the past (as recently as two years ago) represented American Packaging Corporation in land use and zoning issues. American Packaging Corporation is listed among the Debtor's creditors.
- Parsons Behle represents Barrick Gold of North America, Inc., Silver Eagle Refining Incorporated, Provo City, Utah Transit Authority, Asahi Refining USA Inc., Intermountain Power Agency, Kennecott Utah Copper LLC, HollyFrontier Corporation, CW Urban, LLC, Valencia Wetlands Trust, Edward Ricks, Rio Tinto America, Inc., Dalbo Holdings, Inc., Wood Cache, PBC, and R N Industries in

various unrelated matters adverse to the Utah Department of Environmental Quality, which is a taxing/regulatory authority over the Debtor.

- Parsons Behle represents Amplēo Turnaround and Restructuring in the general assignment for the benefit of creditors of Sentient Lasers. Mutual of Omaha and Les Olsen Company are listed as creditors of the Sentient Lasers estate and listed as creditors or parties in interest in the Debtor's chapter 11 Chapter 11 Case.
- Parsons Behle represents KGHM International Ltd., Sir Walter Candy, Westermo Data Communication, and Aruze Gaming America, Inc., adverse to U.S. Customs and Border Protection. U.S. Customs and Border Protection is a regulator of the Debtor.
- Parsons Behle represents various parties including J.R. Miller Enterprises, Inc., Intermountain Transmission Exchange, Cogent Partners Lending, LLC, and Asana Partners, LP, in land use, regulatory, and other matters adverse to or aligned with Salt Lake City Corporation, which is listed among the Debtor's creditors or as a party in interest.

11. With approximately 220 attorneys in eleven offices across five states, it is possible that Parsons Behle and or its shareholders, counsel, and associates may have in the past represented, may currently represent, and may in the future represent parties in interest in connection with matters unrelated to the Debtor or this Chapter 11 Case that this procedure did not uncover. Moreover, Parsons Behle attorneys appear in many cases, proceedings and transactions involving different attorneys, financial consultants, and investment bankers, some of which may now or in the future represent the Debtor or other parties in interest in this Chapter 11 Case. It is my judgment, however, that the Firm and its attorneys are disinterested and have no material connections that would affect their judgment or impartiality in this Chapter 11 Case.

12. Therefore, to the best of my knowledge, and except as otherwise set forth herein, Parsons Behle is (a) a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, (b) does not hold or represent any interest adverse to the Debtor's estate, and (c) do not have any connection with the

Debtor, their affiliated entities, their creditors, or any other party in interest, or their respective attorneys and accounts, U.S. Trustee, or any person employed in the office of the U.S. Trustee, or any judge in the United States Bankruptcy Court for the District of Utah or any person employed in its offices.

13. To the best of my knowledge, except as disclosed herein, Parsons Behle does not represent any employee, officer, or owner of equity securities of the Debtor. Parsons Behle has no actual conflicts under the Utah Rules of Professional Conduct, and the above-disclosed connections do not, in the judgment of Parsons Behle, constitute an interest materially adverse to the estate.

14. I will continue to monitor the Firm's and my own connections with the Searched Parties and any other parties in interest that become materially involved in the Chapter 11 Case and our disinterestedness. If any other connections or issues pertaining to disinterestedness come to my attention, I will promptly supplement this declaration as required by Bankruptcy Rule 2014.

15. To the best of the Firm's knowledge, neither Parsons Behle nor any of its attorneys has a prepetition claim against the Debtor or any of the Searched Parties.

III. TERMS OF PARSONS BEHLE'S EMPLOYMENT

16. The hourly rates charged by Parsons Behle's professionals in this Chapter 11 Case are as follows:

Name	Position	Hourly Rate
J. Thomas Beckett	Shareholder, Bankruptcy	\$750/hour
Brian M. Rothschild	Shareholder	\$510/hour
Darren Neilson	Shareholder	\$490/hour

Elliott McGill	Associate	\$440/hour
Alexander S. Chang	Associate	\$440/hour

17. In addition to the lawyers named above, it may be necessary for other Parsons Behle professionals in other legal disciplines to provide services to the Debtor during the Chapter 11 Case. These hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. Parsons Behle's timekeepers increase their rates, including rates charged in bankruptcy cases, in different jurisdictions based on the market for legal services.

18. Parsons Behle maintains detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above. Parsons Behle hereafter intends to apply to the Court under section 330 of the Bankruptcy Code for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the local rules and orders of this Court (the "**Local Rules**") for all services performed and expenses incurred on behalf of the Debtor.

19. No promises have been solicited or received by Parsons Behle or any of its employees as to any payment or compensation in connection with these cases other than in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Parsons Behle has no agreement with any other entity to share with such entity any compensation received by Parsons Behle.

IV. SCOPE OF PARSONS BEHLE'S EMPLOYMENT

20. The Committee has selected Parsons to perform all the services necessary and desirable in this case on behalf of the Committee. Parsons is expected to render legal services that

the Committee may request to discharge the Committee's responsibilities and further the interests of the Committee's constituents in this case. In addition to acting as legal representation for the Committee, it is expected that Parsons' services will include, without limitation, assisting, advising, and representing the Committee with respect to the following matters:

- (a) Providing legal advice with respect to the Committee's rights, powers, and duties in this case;
- (b) Preparation on behalf of the Committee of necessary applications, motions, objections, memoranda, orders, reports, and other legal papers;
- (c) Appearances in Court, in litigation as a party in interest, and at statutory meetings of creditors to represent the interests of the Committee;
- (d) The negotiation and evaluation of the Debtor's financing, and any other potential financing alternatives;
- (e) The negotiation of a potential plan or plans of reorganization or liquidation and matters related thereto;
- (f) Assisting the Committee in analyzing the claims of the Debtor's creditors and the Debtor's capital structure and in negotiating with holders of claims and equity interests;
- (g) Assisting the Committee with its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor (and, to the extent applicable, the Debtor's officers, directors and shareholders) and of the operation of the Debtor's business;
- (h) The negotiation and formulation of the proposed sale of the Debtor's assets, including pursuant to section 363 of the Bankruptcy Code;
- (i) Communications with the Committee's constituents in furtherance of its responsibilities, including, but not limited to, communications required under 11 U.S.C. § 1102; and
- (j) Assisting with the Committee's performance of its duties and powers under the Bankruptcy Code and the Bankruptcy Rules and such other services as are in the interests of those represented by the Committee.

21. Parsons will be co-counsel with the Lowenstein Sandler, LLP firm and will coordinate its efforts with its co-counsel to prevent duplication of effort.

22. Parsons regularly charges its clients for the expenses incurred in connection with the client's case, including photocopying, postage and package delivery charges, court fees, transcript costs, travel expenses, and expenses for working meals and computer-aided research. Parsons intends to seek reimbursement for expenses incurred in connection with its representation of the Committee in accordance with Parsons' normal reimbursement policies, subject to any modifications Parsons is required to make to comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and any procedures or other orders of the Court as are applicable to this case.

I, Brian M. Rothschild, hereby declare, under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

DATED December 30, 2024.

PARSONS BEHLE & LATIMER

/s/ Brian M. Rothschild

Brian M. Rothschild

Darren Neilson

*Proposed Attorneys for Official Committee of
Unsecured Creditors*